

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

**IN RE:**

**MAX & ERMA'S RESTAURANT, INC.,**

**Bankruptcy No. 09-27807-MBM**

**Debtor.**

**Chapter 11**

**Doc. No.**

**Related to Doc. Nos. 343 & 418**

**STATUS REPORT PURSUANT TO THE COURT'S ORDER DATED MARCH 2, 2010  
AS CLARIFIED BY THE RECORD ON MARCH 2, 2010**

**ROBERT O LAMPL  
PA I.D. #19809  
JOHN P. LACHER  
PA I.D. #62297  
ELSIE R. LAMPL  
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**Max and Erma's Restaurants, Inc.  
William Blair & Company, L.L.C.  
Summary of Services Rendered by Project**

**February 8, 2010 - April 30, 2010**

<b>Category</b>	<b>Hours</b>
Buyer Calls / Marketing	251.9
Buyer Due Diligence	197.9
Calls/Meetings - Board/Mgmt	73.6
Calls/Meetings - Creditor Cttee	49.2
Calls/Meetings - Internal	82.0
Court Hearings	5.0
Fee Application / Invoice Prep	5.0
Financial Analysis/Modeling	219.0
General	18.5
General Presentation Prep	17.8
Memorandum Preparation	165.1
Travel Time	29.1
Valuation	-
<b>TOTAL</b>	<b>1,114.0</b>

**Summary of Services Rendered by Professional**

<b>Professional</b>	<b>Hours</b>
Geoffrey Richards, Principal	149.5
Samuel Tinaglia, Principal	20.8
Chris Spahr, Principal	19.5
Jeffrey Knopping, Director	145.8
Vanessa Rollings, Vice President	62.0
Todd Cassidy, Associate	127.0
Sam Bendix, Analyst	589.5
	<b>1,114.0</b>

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Geoffrey Richards**  
**February 8, 2010 - March 31, 2010**

Date	Professional	Category	Description	Hours
02/08/10	Richards	General	Review, revise and finalize retention pleadings	3.0
02/08/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conferences with G. Reinert re same	1.0
02/08/10	Richards	Calls/Meetings - Internal	Office conference with Blair team re chapter 11 filing and role	1.0
02/09/10	Richards	General	Review background information on company	2.0
02/09/10	Richards	Calls/Meetings - Internal	Telephone conference with Alvarez team	1.0
02/09/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with counsel	1.0
02/09/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with G. Reinert	0.5
02/09/10	Richards	Calls/Meetings - Creditor Cttee	Telephone conference with OCUC	0.5
02/10/10	Richards	General	Prepare initial WIP report	1.5
02/10/10	Richards	Calls/Meetings - Internal	Prepare for and lead M&E meeting	1.5
02/11/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conferences with Alvarez team re stabilizing company and sale process	1.0
02/11/10	Richards	Calls/Meetings - Internal	Telephone conferences with creditors re Blair retention	1.5
02/12/10	Richards	General	Review and revise WIP report	0.5
02/12/10	Richards	General Presentation Prep	Draft outline of timeline, milestones and related powerpoint materials	2.0
02/12/10	Richards	General	Review case pleadings to understand committee and lender issues re G. Reinert	3.0
02/12/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with G. Reinert counsel re same	0.5
02/13/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with G. Reinert re case, Blair role and sale process required by OCUC	2.0
02/15/10	Richards	Calls/Meetings - Board/Mgmt	Meeting with M. Roberts re case strategy, chapter 11 sale dynamics with OCUC and lenders	3.0
02/16/10	Richards	Calls/Meetings - Internal	Prepare for and lead team conference call re memo drafting and bankruptcy case status	2.5
02/17/10	Richards	Buyer Calls / Marketing	Telephone conference with possible buyers	1.0
02/17/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference M. Roberts re sale preparation	1.0
02/17/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference counsel re retention issues	1.0
02/17/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference G. Reinert re fight with committee and lenders	1.5
02/19/10	Richards	Calls/Meetings - Creditor Cttee	Review presentation materials prepared for committee call and revise same	1.5
02/19/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and lead committee call	1.0
02/19/10	Richards	Memorandum Preparation	Office conference with Blair team re bankruptcy issues to be addressed in memo	1.0
02/24/10	Richards	Calls/Meetings - Board/Mgmt	Analyze plan and sale issues and timelines in preparation for call with G. Reinert and team	2.5
02/25/10	Richards	Calls/Meetings - Board/Mgmt	Participate in multiple telephone conferences with G. Reinert and team re plan and sale issues, including liens, releases, counterclaims, creditor recoveries and nonbankruptcy litigation issues	3.5
02/26/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and participate in call with committee counsel re sale process update	1.5
03/01/10	Richards	Memorandum Preparation	Develop Offering Memorandum highlights and outline	2.5
03/01/10	Richards	Buyer Calls / Marketing	Meet with Blair team members to develop investor list	1.0
03/01/10	Richards	Court Hearings	Telephone conference with UST re retention pleadings	0.5
03/02/10	Richards	Travel Time	Travel to Pittsburgh	2.5
03/02/10	Richards	Court Hearings	Prepare for retention hearing and participate in same	4.5
03/04/10	Richards	Buyer Calls / Marketing	Develop buyer list with Blair team	0.5
03/04/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with G. Reinert re chapter 11 case developments	1.5
03/04/10	Richards	Calls/Meetings - Board/Mgmt	telephone conference with M. Roberts re chapter 11 case developments	0.5
03/05/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and lead call with OCUC regarding buyer and memo update	1.5
03/05/10	Richards	Memorandum Preparation	Review and comment on memo draft	1.0
03/08/10	Richards	Memorandum Preparation	Participate in memo drafting session	1.0
03/08/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with M. Roberts re G. Reinert and company performance	1.0
03/09/10	Richards	Memorandum Preparation	Review new draft of offering memo and comment on same	2.0
03/09/10	Richards	Calls/Meetings - Creditor Cttee	Office meeting with S. Tingalia to discuss OCUC meeting	1.0
03/09/10	Richards	Calls/Meetings - Creditor Cttee	Telephone conference with M. Roberts to discuss OCUC meeting	1.0
03/10/10	Richards	Travel Time	Travel to Columbus	2.5
03/10/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and participate in OCUC meeting in Columbus	6.0
03/10/10	Richards	Travel Time	Travel to Wichita	3.5
03/10/10	Richards	Calls/Meetings - Internal	Telephone conference with Blair team to update on OCUC meeting in Columbus	0.5
03/16/10	Richards	Buyer Calls / Marketing	Call with Gary Reinert regarding lease issues and general process update provided to all buyers	1.0
03/16/10	Richards	Calls/Meetings - Creditor Cttee	Prepare and participate in team conference	1.0
03/17/10	Richards	Buyer Calls / Marketing	Call with Gary Reinert and advisors regarding sale participation	1.5
03/17/10	Richards	Memorandum Preparation	Discussed proposed memo edits with team	0.5
03/18/10	Richards	Buyer Calls / Marketing	Call with Gary Reinert and advisors regarding requirement to participate fairly in sale process	1.0
03/18/10	Richards	Calls/Meetings - Board/Mgmt	Update Mark Roberts on sale call with Gary occurring on March 18, 2010	0.5
03/18/10	Richards	Buyer Calls / Marketing	Call with potential buyer regarding store performance, sale structure and possible plan elements	1.5
03/19/10	Richards	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	0.5
03/23/10	Richards	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
03/23/10	Richards	Financial Analysis/Modeling	Review financial data regarding company's performance	1.5
03/23/10	Richards	Buyer Calls / Marketing	Call with potential buyer regarding company financial performance	1.0
03/24/10	Richards	Calls/Meetings - Board/Mgmt	Call with Mark Roberts regarding shareholder activity	0.5
03/25/10	Richards	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0

Date	Professional	Category	Description	Hours
03/25/10	Richards	Buyer Calls / Marketing	Call with potential buyer	0.5
03/25/10	Richards	Calls/Meetings - Internal	Call with Gary Reinert's advisors	1.0
03/25/10	Richards	Calls/Meetings - Board/Mgmt	Call with Mark Roberts regarding call with Gary Reinert's advisors	0.5
03/26/10	Richards	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	1.0
03/26/10	Richards	Calls/Meetings - Board/Mgmt	Call with Mark Roberts regarding sale issues	1.0
03/26/10	Richards	Buyer Calls / Marketing	Call with potential buyer regarding store performance	1.0
03/29/10	Richards	Calls/Meetings - Board/Mgmt	Prepare and participate in call with A&M team regarding sale process issues	1.0
03/29/10	Richards	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss sales process issues	1.0
03/29/10	Richards	Buyer Calls / Marketing	Call with potential buyer	1.5
03/31/10	Richards	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss sales status and bank claims	1.5
03/31/10	Richards	Buyer Calls / Marketing	Prepare for and participate in call with potential buyer	4.0
04/01/10	Richards	Calls/Meetings - Creditor Cttee	Call with bank counsel regarding sale process and bank claims	1.0
04/01/10	Richards	Calls/Meetings - Internal	Prepare for and participate in call with Blair team to discuss process status	1.0
04/01/10	Richards	Financial Analysis/Modeling	Conduct financial analysis of company, debt capacity and bid terms	1.0
04/05/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and participate in committee update call	0.5
04/05/10	Richards	Calls/Meetings - Internal	Prepare for and participate in secured lender update call	0.5
04/06/10	Richards	Buyer Calls / Marketing	Telephone conference with new possible bidder re 363 status	1.0
04/06/10	Richards	Buyer Calls / Marketing	Telephone conference with another bidder re possible bid terms	1.0
04/06/10	Richards	Buyer Calls / Marketing	Telephone conference with third potential bidder re bid terms	1.0
04/07/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and participate in oucb bid discussion and bidder issues	1.0
04/08/10	Richards	Buyer Calls / Marketing	Participate in buyer diligence call re finances, leases, management and corporate overhead	1.5
04/08/10	Richards	Buyer Calls / Marketing	Participate in bid discussion with prospective purchaser	1.5
04/08/10	Richards	Buyer Due Diligence	Telephone conference with bidder re process update and bid term outline	0.5
04/09/10	Richards	Buyer Due Diligence	Participate in buyer diligence call re leases, operations, financials and projections	2.0
04/10/10	Richards	Buyer Calls / Marketing	Conduct call with potential staple lender source to one or more bidders	1.0
04/10/10	Richards	Buyer Calls / Marketing	Follow up teleconference with J. Knopping re same	0.5
04/12/10	Richards	Buyer Calls / Marketing	Prepare for and participate in bid negotiation call with prospective purchaser	1.0
04/13/10	Richards	Buyer Due Diligence	Analyze changes to bid term sheets	1.0
04/13/10	Richards	Buyer Due Diligence	Telephone conference with Alvarez and Blair team re analyze changes to bid term sheets	1.0
04/13/10	Richards	Buyer Calls / Marketing	Communicate issues to possible buyers	1.5
04/14/10	Richards	Calls/Meetings - Internal	Conduct teleconference with secured lenders re bid deadline issues and lien issues	1.0
04/15/10	Richards	Calls/Meetings - Internal	Prepare and participate in estate advisors' strategy call with committee and debtor professionals	1.5
04/17/10	Richards	Calls/Meetings - Creditor Cttee	Prepare for and participate in call with committee and bidder re changes to bid	1.0
04/17/10	Richards	Buyer Calls / Marketing	Telephone conference with bidder and bidder's counsel re same	0.5
04/17/10	Richards	Buyer Calls / Marketing	Telephone conference with M. Roberts re same	0.5
04/19/10	Richards	Buyer Calls / Marketing	Prepare for and participate in telephone conference with bidder re term sheet changes	1.5
04/20/10	Richards	Buyer Calls / Marketing	Telephone conference with bidder re bid terms and changes to same	1.0
04/20/10	Richards	Calls/Meetings - Creditor Cttee	Telephone conference with committee professionals re same	0.5
04/20/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with bank counsel re bids	0.5
04/20/10	Richards	Buyer Due Diligence	Review CRO order re authority to select bidder	0.5
04/20/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with M. Roberts re same	0.5
04/22/10	Richards	Calls/Meetings - Internal	Discuss latest bid terms with debtor professionals and identify changes needed to same	0.5
04/23/10	Richards	Buyer Calls / Marketing	Call with possible stalking horse bidder re bid economics and term sheet	2.0
04/23/10	Richards	Buyer Calls / Marketing	Revise term sheet re same	1.0
04/23/10	Richards	Buyer Due Diligence	Analyze creditor recovery scenarios under different proposals	1.0
04/26/10	Richards	Buyer Calls / Marketing	Prepare for and participate in bid update call	1.5
04/27/10	Richards	Calls/Meetings - Board/Mgmt	Telephone conference with M. Roberts re stalking horse bid strategy and bid analysis	1.0
04/27/10	Richards	Calls/Meetings - Board/Mgmt	Dinner meeting in NYC with B. Simon re bank support for 363 sale structure	2.5
04/28/10	Richards	Buyer Calls / Marketing	Telephone conference with competing bidders re improving their bids	2.5
04/29/10	Richards	Buyer Due Diligence	Analyze Carlisle bid relative to competing bids	1.0
04/29/10	Richards	Buyer Calls / Marketing	Telephone conference with Carlisle re same	1.0
04/29/10	Richards	Calls/Meetings - Internal	Telephone conference with debtor advisors re same	0.5
04/29/10	Richards	Buyer Calls / Marketing	Prepare for and participate in advisor call re status of stalking horse bid	1.0

Total 149.5

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Samuel Tinaglia**  
**February 8, 2010 - March 31, 2010**

<b>Date</b>	<b>Professional</b>	<b>Category</b>	<b>Description</b>	<b>Hours</b>
03/05/10	Tinaglia	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	1.0
03/05/10	Tinaglia	Memorandum Preparation	Review of teaser	0.5
03/10/10	Tinaglia	Calls/Meetings - Board/Mgmt	Meet with management	0.5
03/10/10	Tinaglia	Calls/Meetings - Board/Mgmt	Meet with Gary Sr.	0.5
03/10/10	Tinaglia	Calls/Meetings - Creditor Cttee	Meet with Creditor Committee	7.0
03/10/10	Tinaglia	Travel Time	Wait at airport for flight to Company headquarters in columbus	1.0
03/10/10	Tinaglia	Travel Time	Flight to Columbus	1.0
03/10/10	Tinaglia	Travel Time	Wait at airport for flight from Company headquarters in columbus to Chicago	1.0
03/10/10	Tinaglia	Travel Time	Flight from Columbus to Chicago	1.0
03/11/10	Tinaglia	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
03/11/10	Tinaglia	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/12/10	Tinaglia	Calls/Meetings - Internal	Meet with management and Gary Sr.	1.0
03/23/10	Tinaglia	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
04/06/10	Tinaglia	Buyer Calls / Marketing	Call with Monomoy	0.5
04/08/10	Tinaglia	Buyer Calls / Marketing	Call with Prospect street	0.3
04/09/10	Tinaglia	Buyer Calls / Marketing	Call with G&R	0.5
04/13/10	Tinaglia	Calls/Meetings - Internal	Assess bids with Blair Team & Alvarez and Marsal	2.0
04/14/10	Tinaglia	Buyer Calls / Marketing	Call with G&R	0.5
04/14/10	Tinaglia	Buyer Calls / Marketing	Call with Monomoy	0.5

**Total** **20.8**

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Chris Spahr**  
**February 8, 2010 - March 31, 2010**

<b>Date</b>	<b>Professional</b>	<b>Category</b>	<b>Description</b>	<b>Hours</b>
02/10/10	Spahr	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts and Bill Niegisch in Columbus	5.0
02/18/10	Spahr	General Presentation Prep	Prepare materials for Creditors Committee call	1.0
02/19/10	Spahr	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.8
03/04/10	Spahr	Memorandum Preparation	Review and editing of memo draft; review of financials	2.0
03/11/10	Spahr	Calls/Meetings - Internal	Call to discuss project status and team responsibilities	0.8
03/12/10	Spahr	Memorandum Preparation	Review and editing of memo draft and model	2.0
03/16/10	Spahr	Buyer Calls / Marketing	Call to various buyers	0.5
03/22/10	Spahr	Buyer Calls / Marketing	Calls to various buyers	1.5
03/25/10	Spahr	Buyer Calls / Marketing	Calls to various buyers	0.5
03/26/10	Spahr	Buyer Calls / Marketing	Calls to various buyers	1.0
02/11/10	Spahr	Memorandum Preparation	Memorandum drafting and discussion	1.0
03/29/10	Spahr	Buyer Calls / Marketing	Various buyer follow-up calls	1.2
04/02/10	Spahr	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
04/12/10	Spahr	General	Read and analyze initial indications of interest	1.0
04/14/10	Spahr	Calls/Meetings - Creditor Cttee	Call with OCUC to discuss IOIs	0.8
				<b>Total <u>19.5</u></b>

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Jeffrey Knopping**  
**February 8, 2010 - March 31, 2010**

<b>Date</b>	<b>Professional</b>	<b>Category</b>	<b>Description</b>	<b>Hours</b>
02/09/10	Knopping	Calls/Meetings - Board/Mgmt	Dinner meeting with Mark Roberts and John Tibus in Columbus	1.8
02/10/10	Knopping	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts in advance of Org Meeting in Columbus; facility tour	1.9
02/10/10	Knopping	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts, John Tibus, Bill Niegisch and Blair Team in Columbus	5.1
02/10/10	Knopping	Travel Time	Travel from Columbus for Organizational Meeting	3.8
02/11/10	Knopping	Calls/Meetings - Internal	Internal team call to delineate roles/responsibilities	0.5
02/12/10	Knopping	Buyer Calls / Marketing	Create a list of buyers	2.0
02/25/10	Knopping	Buyer Calls / Marketing	Call with Interested Party - McCalister's Deli	0.8
02/25/10	Knopping	Buyer Calls / Marketing	Call with Reinert about Plan	1.9
02/26/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.7
03/04/10	Knopping	Calls/Meetings - Board/Mgmt	Call with Roberts and Tibus	1.1
03/04/10	Knopping	Calls/Meetings - Internal	Internal update call	0.4
03/05/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.7
03/08/10	Knopping	Memorandum Preparation	Provide Comments on "Teaser" Memorandum	1.1
03/09/10	Knopping	Buyer Calls / Marketing	Calls with various buyers	2.0
03/09/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
03/10/10	Knopping	Calls/Meetings - Board/Mgmt	Call with Tibus re: Cash	0.3
03/11/10	Knopping	Calls/Meetings - Internal	Internal update call	0.4
03/12/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.5
03/15/10	Knopping	Buyer Calls / Marketing	Call with DDJ	0.3
03/16/10	Knopping	Calls/Meetings - Board/Mgmt	Call with Roberts	0.9
03/16/10	Knopping	Buyer Calls / Marketing	Calls with various buyers	2.5
03/16/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
03/17/10	Knopping	Buyer Calls / Marketing	Call with Reinert	1.0
03/18/10	Knopping	Buyer Calls / Marketing	Calls with various buyers	2.0
03/18/10	Knopping	Buyer Calls / Marketing	Meeting with Industrial Opportunity Partners	0.4
03/18/10	Knopping	Buyer Calls / Marketing	Call with Comvest	0.5
03/18/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
03/19/10	Knopping	Buyer Calls / Marketing	Calls with various buyers	2.5
03/22/10	Knopping	Buyer Calls / Marketing	Call with Reinert	0.5
03/22/10	Knopping	Buyer Calls / Marketing	Calls with various buyers	2.0
03/22/10	Knopping	Buyer Calls / Marketing	Call with Comvest	1.0
03/22/10	Knopping	Buyer Calls / Marketing	Call with Prospect	1.2
03/22/10	Knopping	Buyer Calls / Marketing	Call with Canyon, Trinity, others	1.2
03/23/10	Knopping	Calls/Meetings - Board/Mgmt	Call with Roberts	1.1
03/23/10	Knopping	Calls/Meetings - Internal	Update Partners	0.5
03/23/10	Knopping	Buyer Calls / Marketing	Calls with various buyers (including El Paso, VRC, Diversified)	2.0
03/23/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
03/24/10	Knopping	Buyer Calls / Marketing	Call with Diversified Restaurant Holdings	1.0
03/24/10	Knopping	Buyer Calls / Marketing	Call with Bob Schermer - Meritage Hospitality Group	0.3
03/25/10	Knopping	Buyer Calls / Marketing	Meeting with Sentinel Capital	0.6
03/25/10	Knopping	Buyer Calls / Marketing	Meeting with Golub	0.5
03/26/10	Knopping	Buyer Calls / Marketing	Call with Diversified Restaurant Holdings	1.5
03/26/10	Knopping	Buyer Calls / Marketing	Call with VRC	1.0
03/26/10	Knopping	Buyer Calls / Marketing	Calls with various buyers (from VR)	2.0
03/29/10	Knopping	Buyer Calls / Marketing	Meeting with Kohlberg & Co	0.5
03/30/10	Knopping	Buyer Calls / Marketing	Call with Equity Group	1.0
03/30/10	Knopping	Buyer Calls / Marketing	Meeting with Tenex Capital	0.6
03/30/10	Knopping	Buyer Calls / Marketing	Call with Prospect	1.5
03/30/10	Knopping	Buyer Calls / Marketing	Call with GE Capital	0.8
03/30/10	Knopping	Calls/Meetings - Internal	Internal update call	0.4
03/31/10	Knopping	Travel Time	Travel to Columbus for Metropolitan and Diversified Meetings	3.7
03/31/10	Knopping	Calls/Meetings - Board/Mgmt	Meeting with Roberts/Niegisch	0.5
03/31/10	Knopping	Buyer Calls / Marketing	Meeting with Metropolitan and Cass	2.0
03/31/10	Knopping	Buyer Calls / Marketing	Meeting with Diversified	2.0
03/31/10	Knopping	Travel Time	Travel from Columbus for Metropolitan and Diversified Meetings	4.1
04/01/10	Knopping	Buyer Calls / Marketing	Equity Group Call	0.7
04/01/10	Knopping	Buyer Calls / Marketing	Monomoy Call	1.3
04/01/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5

Date	Professional	Category	Description	Hours
04/05/10	Knopping	Buyer Calls / Marketing	Prospect Call	0.7
04/05/10	Knopping	Buyer Calls / Marketing	Equity Group Call	0.5
04/05/10	Knopping	Calls/Meetings - Internal	Call with Counsel	0.2
04/06/10	Knopping	Buyer Calls / Marketing	Call with CDP	1.5
04/06/10	Knopping	Buyer Calls / Marketing	Call with Monomoy	1.0
04/06/10	Knopping	Buyer Calls / Marketing	Meeting with Tenex Capital	0.5
04/07/10	Knopping	Buyer Calls / Marketing	Call with VRC	1.5
04/08/10	Knopping	Buyer Calls / Marketing	Call with El Paso BBQ	1.0
04/08/10	Knopping	Buyer Calls / Marketing	Call with Monomoy	1.0
04/08/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
04/09/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.5
04/09/10	Knopping	Buyer Calls / Marketing	Call with VRC	1.5
04/10/10	Knopping	Buyer Calls / Marketing	Call with Reinert Team	0.5
04/10/10	Knopping	Buyer Calls / Marketing	Call with VRC and Prospect	2.0
04/10/10	Knopping	Buyer Calls / Marketing	Calls with VRC, CDP, Metropolitan	3.2
04/10/10	Knopping	Buyer Calls / Marketing	Calls with CDP	3.8
04/11/10	Knopping	Buyer Calls / Marketing	Call with CDP and Prospect	1.9
04/11/10	Knopping	Buyer Calls / Marketing	Calls with Metropolitan, Equity Group, VRC, Prospect, CDP	6.0
04/12/10	Knopping	Buyer Calls / Marketing	Call with Prospect	1.2
04/12/10	Knopping	Buyer Calls / Marketing	Call with CDP and Prospect	0.5
04/12/10	Knopping	Buyer Calls / Marketing	Meeting with Q Investments	0.3
04/13/10	Knopping	Calls/Meetings - Internal	Internal update call	1.0
04/13/10	Knopping	Calls/Meetings - Board/Mgmt	Call with Roberts	1.1
04/13/10	Knopping	Buyer Calls / Marketing	Call with VRC	1.0
04/13/10	Knopping	Buyer Calls / Marketing	Call with CDP	1.0
04/13/10	Knopping	Buyer Calls / Marketing	Call with Equity Group	1.0
04/14/10	Knopping	Calls/Meetings - Board/Mgmt	Calls with Roberts about Metropolitan	1.0
04/14/10	Knopping	Buyer Calls / Marketing	Call with Metropolitan	0.5
04/14/10	Knopping	Buyer Calls / Marketing	Call with VRC and CDP	1.1
04/14/10	Knopping	Buyer Calls / Marketing	Call with CDP and Equity Group	0.9
04/14/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
04/14/10	Knopping	Buyer Calls / Marketing	Call with Equity Group	0.6
04/14/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.5
04/15/10	Knopping	Buyer Calls / Marketing	Call with Equity Group and VRC	1.2
04/15/10	Knopping	Buyer Calls / Marketing	Call with Metropolitan	0.5
04/15/10	Knopping	Buyer Calls / Marketing	Call with Prospect	0.5
04/16/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
04/19/10	Knopping	Buyer Calls / Marketing	Calls with Equity Group, VRC and Prospect	1.2
04/20/10	Knopping	Buyer Calls / Marketing	Calls with CDP and Metropolitan	0.5
04/21/10	Knopping	Fee Application / Invoice Prep	Prepare Time Card	3.0
04/22/10	Knopping	Buyer Calls / Marketing	Calls with VRC, CDP, Metropolitan and Prospect	4.0
04/23/10	Knopping	Buyer Calls / Marketing	Calls with VRC, CDP, Metropolitan and Park Corporation	3.0
04/25/10	Knopping	Buyer Calls / Marketing	Call with CDP	1.2
04/26/10	Knopping	Calls/Meetings - Internal	Internal update call	0.5
04/26/10	Knopping	Buyer Calls / Marketing	Calls with CDP and CIC	1.5
04/27/10	Knopping	Buyer Calls / Marketing	Call with Hale Capital	1.0
04/27/10	Knopping	Buyer Calls / Marketing	Calls with CDP and CIC	1.5
04/28/10	Knopping	Buyer Calls / Marketing	Calls with CDP and CIC	5.5
04/29/10	Knopping	Calls/Meetings - Board/Mgmt	Prep Call with Niegsch	0.5
04/29/10	Knopping	Buyer Calls / Marketing	Introductory Call between CDP/CIC and management	2.5
04/29/10	Knopping	Buyer Calls / Marketing	Calls with CDP and CIC	0.5
04/30/10	Knopping	Calls/Meetings - Creditor Cttee	Call with Creditors' Committee	0.8
04/30/10	Knopping	Calls/Meetings - Internal	Internal update call	0.3
04/30/10	Knopping	Buyer Calls / Marketing	Calls with CDP and CIC	2.5

Total 145.8

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Vanessa Rollings**  
**February 8, 2010 - March 31, 2010**

Date	Professional	Category	Description	Hours
02/10/10	Rollings	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts and Bill Niegisch in Columbus	5.0
02/16/10	Rollings	Memorandum Preparation	Discussion with Cassidy and Bendix on next steps for memo	2.0
02/18/10	Rollings	General Presentation Prep	Prepare materials for Creditors Committee call	2.0
02/19/10	Rollings	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.8
03/04/10	Rollings	Memorandum Preparation	Review and editing of memo draft; review of financials	3.5
03/08/10	Rollings	Memorandum Preparation	Review and editing of memo draft	3.0
03/11/10	Rollings	Memorandum Preparation	Discussion with Cassidy and Bendix on next steps for memo	0.5
03/11/10	Rollings	Calls/Meetings - Internal	Call to discuss project status and team responsibilities	0.8
03/12/10	Rollings	Memorandum Preparation	Review and editing of memo draft	2.0
03/16/10	Rollings	Buyer Calls / Marketing	Call to various buyers assigned to me	0.5
03/19/10	Rollings	General	Review emails and documents from client sent throughout 3/15 - 3/19	0.8
03/22/10	Rollings	Buyer Calls / Marketing	Calls to various buyers	1.5
03/25/10	Rollings	Buyer Calls / Marketing	Calls to various buyers	0.5
03/25/10	Rollings	General Presentation Prep	Preparation of Management Presentation	1.5
03/26/10	Rollings	General Presentation Prep	Continued preparation of Management Presentation	1.3
03/26/10	Rollings	Buyer Calls / Marketing	Calls to various buyers	3.5
02/11/10	Rollings	Memorandum Preparation	Memorandum drafting and discussion with S. Bendix on model framework	3.5
02/12/10	Rollings	Memorandum Preparation	Memorandum drafting	2.0
02/16/10	Rollings	Calls/Meetings - Board/Mgmt	Call with Gary Reinert re: deal	0.8
03/29/10	Rollings	Buyer Calls / Marketing	Various buyer follow-up calls	1.2
03/30/10	Rollings	Buyer Due Diligence	Buyer diligence call	1.2
04/01/10	Rollings	Buyer Due Diligence	Make 2 buyer diligence calls	1.5
04/02/10	Rollings	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
04/06/10	Rollings	Buyer Due Diligence	Buyer diligence call	2.0
04/08/10	Rollings	Buyer Due Diligence	Make 3 buyer diligence calls	3.2
04/09/10	Rollings	Buyer Due Diligence	Buyer diligence call	2.0
04/12/10	Rollings	General	Receive, read and analyze initial indications of interest	4.3
04/13/10	Rollings	General Presentation Prep	Analyze and summarize bids into a presentation for the OCUC	5.5
04/13/10	Rollings	Buyer Calls / Marketing	Call with buyer to clarify bid terms	0.6
04/14/10	Rollings	Calls/Meetings - Creditor Cttee	Call with OCUC to discuss IOIs	0.8
04/16/10	Rollings	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/19/10	Rollings	General Presentation Prep	Analyze and summarize Monomoy's revised bid	0.5
04/22/10	Rollings	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/27/10	Rollings	General Presentation Prep	Analyze and summarize Monomoy's revised bid	0.5
04/29/10	Rollings	General Presentation Prep	Analyze and summarize multiple revised bids	1.5
04/29/10	Rollings	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
<b>Total</b>				<b>62.0</b>

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Todd Cassidy**  
**February 8, 2010 - March 31, 2010**

Date	Professional	Category	Description	Hours
02/09/10	Cassidy	Financial Analysis/Modeling	Discussion with S. Bendix on model framework	3.0
02/10/10	Cassidy	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts and Bill Niegisch in Columbus	5.0
02/11/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/11/10	Cassidy	Financial Analysis/Modeling	Discussion with S. Bendix on model framework	0.5
02/15/10	Cassidy	Financial Analysis/Modeling	Diligence financials in model	2.0
02/16/10	Cassidy	Memorandum Preparation	Drafting of section of memorandum	4.0
02/18/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/18/10	Cassidy	Financial Analysis/Modeling	Diligence financials in model	2.0
02/22/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss model	2.0
02/23/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/23/10	Cassidy	Memorandum Preparation	Memorandum drafting	1.5
02/23/10	Cassidy	Financial Analysis/Modeling	Diligence financials in model	2.0
02/25/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/25/10	Cassidy	Buyer Due Diligence	Diligence call with potential interested party	1.0
02/25/10	Cassidy	Financial Analysis/Modeling	Diligence financials in model	2.0
02/26/10	Cassidy	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	1.0
03/01/10	Cassidy	Memorandum Preparation	Discussion with S. Bendix on memorandum	0.5
03/03/10	Cassidy	Financial Analysis/Modeling	Diligence financials in model	3.0
03/04/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/05/10	Cassidy	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
03/08/10	Cassidy	Memorandum Preparation	Memorandum drafting	1.5
03/10/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	1.0
03/10/10	Cassidy	Memorandum Preparation	Memorandum drafting	1.5
03/11/10	Cassidy	Memorandum Preparation	Discussion with Cassidy and Bendix on next steps for memo	0.5
03/11/10	Cassidy	Calls/Meetings - Internal	Call to discuss project status and team responsibilities	0.8
03/11/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/11/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	1.0
03/12/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	1.0
03/14/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	1.0
03/15/10	Cassidy	Buyer Calls / Marketing	Calls to various buyers	3.5
03/15/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	0.8
03/15/10	Cassidy	Memorandum Preparation	Memorandum drafting	3.5
03/16/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/16/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	0.8
03/16/10	Cassidy	Calls/Meetings - Internal	Discussion with S. Bendix on dataroom organization/open items	0.5
03/17/10	Cassidy	Buyer Calls / Marketing	Calls to various buyers	1.5
03/17/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	0.8
03/17/10	Cassidy	Calls/Meetings - Board/Mgmt	Call with S. Tinaglia and G. Reinert to discuss memo	1.0
03/18/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/19/10	Cassidy	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	1.0
03/19/10	Cassidy	Buyer Calls / Marketing	Negotiated confidentiality agreements with multiple parties	0.5
03/20/10	Cassidy	Buyer Due Diligence	Organized data room	3.0
03/21/10	Cassidy	Buyer Due Diligence	Organized data room	4.0
03/22/10	Cassidy	Buyer Due Diligence	Organized data room	6.0
03/22/10	Cassidy	Calls/Meetings - Board/Mgmt	Call with J. Tibus and C. Bingelli to discuss data room	1.0
03/23/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/23/10	Cassidy	Buyer Due Diligence	Organized data room	3.0
03/24/10	Cassidy	Buyer Due Diligence	Calls to various buyers with J. Knopping	0.5
03/25/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/26/10	Cassidy	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
03/26/10	Cassidy	Buyer Due Diligence	Call with potential buyer and management	1.0
03/26/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	1.0
03/30/10	Cassidy	Buyer Due Diligence	Call with potential buyer and management	1.0
03/30/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping	1.0
03/31/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	1.0
03/30/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/05/10	Cassidy	Calls/Meetings - Creditor Cttee	Call with Creditor Committee	0.5
04/06/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	0.5

Date	Professional	Category	Description	Hours
04/06/10	Cassidy	Buyer Due Diligence	Call with potential buyer, Management, V. Rollings, J. Knopping and G. Richards	2.0
04/06/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/08/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	0.5
04/08/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	1.0
04/08/10	Cassidy	Buyer Due Diligence	Call with potential buyer, Management, V. Rollings, J. Knopping and G. Richards	2.0
04/09/10	Cassidy	Buyer Due Diligence	Call with potential buyer, Management, V. Rollings, J. Knopping and G. Richards	1.5
04/08/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping and G. Richards	0.5
03/29/10	Cassidy	Buyer Calls / Marketing	Send out email for process update as a result of bid extension	3.0
04/12/10	Cassidy	Buyer Calls / Marketing	Call with Monomoy (Lockton Advisor)	1.0
04/12/10	Cassidy	Calls/Meetings - Internal	Assess bids with Blair Team	4.0
04/13/10	Cassidy	Calls/Meetings - Internal	Assess bids with Blair Team	6.0
04/13/10	Cassidy	Calls/Meetings - Internal	Assess bids with Blair Team & Alvarez and Marsal	2.0
04/13/10	Cassidy	Calls/Meetings - Internal	Discuss bids with Blair Team	0.5
04/14/10	Cassidy	Calls/Meetings - Creditor Cttee	Assess bids with Blair Team, Alvarez and Marsal, and Creditor Committee	1.0
04/14/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping	1.0
04/14/10	Cassidy	Buyer Due Diligence	Call with potential buyer and J. Knopping	1.0
04/15/10	Cassidy	Buyer Due Diligence	Respond to diligence questions	1.0
04/16/10	Cassidy	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/16/10	Cassidy	Buyer Calls / Marketing	Call with Monomoy	1.0
04/06/10	Cassidy	Buyer Due Diligence	Respond to diligence questions	6.0
04/07/10	Cassidy	Buyer Due Diligence	Respond to diligence questions	6.0
04/20/10	Cassidy	General Presentation Prep	Revise bid assessment documentation	1.5
04/23/10	Cassidy	Financial Analysis/Modeling	Analyze bids from buyers	2.0

Total 127.0

**Max and Erma's Restaurants, Inc. - Summary of Hours**  
**Sam Bendix**  
**February 8, 2010 - March 31, 2010**

Date	Professional	Category	Description	Hours
02/08/20	Bendix	General	Prepare templates and other materials to track sales process	2.0
02/09/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process preparation	0.5
02/09/20	Bendix	Financial Analysis/Modeling	Build out model's initial framework	5.0
02/10/20	Bendix	Financial Analysis/Modeling	Develop initial model layout by spreading numbers	9.0
02/10/20	Bendix	Calls/Meetings - Board/Mgmt	Meet with Mark Roberts and Bill Niegisch in Columbus	5.0
02/11/20	Bendix	Memorandum Preparation	Created initial layout of memorandum	5.0
02/11/20	Bendix	Financial Analysis/Modeling	Diligence Company numbers through model interface	6.0
02/11/20	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	0.5
02/11/20	Bendix	Buyer Due Diligence	Organized data room	0.5
02/12/20	Bendix	Buyer Due Diligence	Organized data room	2.5
02/12/20	Bendix	Financial Analysis/Modeling	Build out model's functionality	8.0
02/13/20	Bendix	Financial Analysis/Modeling	Build out model's functionality	9.0
02/14/20	Bendix	Memorandum Preparation	Continue drafting memorandum	2.0
02/14/20	Bendix	Financial Analysis/Modeling	Consolidate financials in model	10.0
02/15/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
02/15/20	Bendix	Financial Analysis/Modeling	Consolidate financials in model	12.0
02/16/20	Bendix	Financial Analysis/Modeling	Consolidate financials in model	5.0
02/16/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.5
02/16/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
02/16/20	Bendix	Buyer Due Diligence	Research potential buyer universe	1.0
02/17/20	Bendix	Buyer Due Diligence	Research potential buyer universe	1.0
02/17/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.5
02/17/20	Bendix	Financial Analysis/Modeling	Diligence financials in model	9.0
02/18/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
02/18/20	Bendix	Buyer Due Diligence	Organized data room	1.0
02/18/20	Bendix	Memorandum Preparation	Continue drafting memorandum	4.0
02/18/20	Bendix	Financial Analysis/Modeling	Diligence financials in model	9.0
02/19/20	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process	0.5
02/19/20	Bendix	Buyer Due Diligence	Organized data room	1.0
02/19/20	Bendix	Financial Analysis/Modeling	Diligence financials in model	11.0
02/20/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	6.0
02/21/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	6.0
02/21/20	Bendix	Memorandum Preparation	Continue drafting memorandum	7.0
02/22/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	6.0
02/22/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss model	2.0
02/22/20	Bendix	Memorandum Preparation	Continue drafting memorandum	8.0
02/23/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/23/20	Bendix	Memorandum Preparation	Continue drafting memorandum	7.0
02/23/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	8.0
02/24/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	6.0
02/24/20	Bendix	Memorandum Preparation	Continue drafting memorandum	7.0
02/25/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	5.0
02/25/20	Bendix	Buyer Due Diligence	Participate in buyer call	1.0
02/25/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
02/25/20	Bendix	Buyer Due Diligence	Organized data room	1.0
02/25/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
02/26/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	8.0
02/26/20	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process	1.0
02/26/20	Bendix	Buyer Due Diligence	Participate in buyer call	1.0
02/26/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss legal materials	0.5
02/27/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	12.0
02/28/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
02/28/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	10.0
03/01/20	Bendix	Memorandum Preparation	Continue drafting memorandum	8.0
03/01/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	7.0
03/02/20	Bendix	Financial Analysis/Modeling	Diligence financials in model and increased functionality of model	5.0
03/02/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
03/03/20	Bendix	Financial Analysis/Modeling	Reconcile Company and Blair Model	5.5

Date	Professional	Category	Description	Hours
03/03/20	Bendix	Memorandum Preparation	Continue drafting memorandum	9.0
03/03/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/04/20	Bendix	Financial Analysis/Modeling	Reconcile Company and Blair Model	1.5
03/04/20	Bendix	Calls/Meetings - Internal	Draft session for model and memorandum	2.5
03/04/20	Bendix	Buyer Due Diligence	Refine buyer list by deleting and adding new buyers	3.0
03/04/20	Bendix	Financial Analysis/Modeling	Build and run M&A comparable transaction screens	4.0
03/04/20	Bendix	Memorandum Preparation	Continue drafting memorandum	4.0
03/05/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
03/05/20	Bendix	Memorandum Preparation	Continue drafting teaser	4.0
03/05/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
03/06/20	Bendix	Financial Analysis/Modeling	Enhance company model and continue working on Blair Model	1.5
03/07/20	Bendix	Financial Analysis/Modeling	Enhance company model and continue working on Blair Model	1.5
03/07/20	Bendix	Memorandum Preparation	Edit store descriptions	3.0
03/07/20	Bendix	Buyer Due Diligence	Assign buyers to bankers and organize buyer list	1.0
03/07/20	Bendix	Buyer Due Diligence	Organized data room	1.0
03/08/20	Bendix	Memorandum Preparation	Edit store descriptions and update other figures in memorandum	2.0
03/08/20	Bendix	Buyer Due Diligence	Organized data room	0.5
03/09/20	Bendix	Buyer Due Diligence	Drafting and sending confidentiality agreements	8.0
03/09/20	Bendix	Memorandum Preparation	Update teaser for buyers	3.0
03/09/20	Bendix	General Presentation Prep	Create management presentation shell	0.5
03/09/20	Bendix	Memorandum Preparation	Continue drafting memorandum	3.0
03/10/20	Bendix	Travel Time	Wait at airport for flight to Company headquarters in columbus	2.0
03/10/20	Bendix	Travel Time	Flight to Columbus	1.0
03/10/20	Bendix	Travel Time	Wait at airport for flight from Company headquarters in columbus to Chicago	1.0
03/10/20	Bendix	Travel Time	Flight from Columbus to Chicago	1.0
03/10/20	Bendix	Calls/Meetings - Board/Mgmt	Meet with management and Gary Sr.	5.0
03/10/20	Bendix	Memorandum Preparation	Continue drafting memorandum	4.0
03/10/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements	4.5
03/10/20	Bendix	Financial Analysis/Modeling	Enhance company model and continue working on Blair Model	3.0
03/11/20	Bendix	Memorandum Preparation	Continue drafting memorandum	5.0
03/11/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements	5.0
03/12/20	Bendix	Financial Analysis/Modeling	Enhance company model and continue working on Blair Model	3.0
03/12/20	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	0.5
03/12/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements and update buyer logs	5.0
03/12/20	Bendix	Memorandum Preparation	Continue drafting memorandum	2.0
03/13/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements	2.0
03/14/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements	2.0
03/15/20	Bendix	Buyer Due Diligence	Organized data room	1.0
03/15/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements and update buyer logs	7.0
03/15/20	Bendix	Memorandum Preparation	Continue drafting memorandum	2.0
03/16/20	Bendix	Memorandum Preparation	Continue drafting memorandum	4.0
03/16/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements and update buyer logs	6.0
03/16/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
03/17/20	Bendix	Memorandum Preparation	Continue drafting memorandum	6.0
03/17/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements and update buyer logs	4.0
03/17/20	Bendix	Buyer Calls / Marketing	Call with G&R	1.0
03/18/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	6.0
03/18/20	Bendix	Buyer Due Diligence	Send out confidentiality agreements and update buyer logs	5.0
03/18/20	Bendix	Buyer Due Diligence	Organized data room	4.0
03/19/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	8.0
03/19/20	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	0.5
03/20/20	Bendix	Buyer Due Diligence	Organized data room	5.0
03/21/20	Bendix	Buyer Due Diligence	Organized data room	3.0
03/21/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	1.0
03/22/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
03/22/20	Bendix	Buyer Due Diligence	Organized data room	7.0
03/23/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	1.0
03/23/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
03/23/20	Bendix	Buyer Due Diligence	Add buyer groups to data room and organized data room	7.0
03/24/20	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
03/24/20	Bendix	Buyer Due Diligence	Add buyer groups to data room and organized data room	5.0
03/25/20	Bendix	Buyer Due Diligence	Add buyer groups to data room and organized data room	2.0
03/25/20	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5

Date	Professional	Category	Description	Hours
03/26/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	7.0
03/26/10	Bendix	Buyer Calls / Marketing	Call with Diversified Restaurant Holdings	1.0
03/26/10	Bendix	Calls/Meetings - Creditor Cttee	Conduct Creditor Committee call to discuss process preparation	0.5
03/28/10	Bendix	Buyer Due Diligence	Organized data room	4.0
03/29/10	Bendix	Buyer Due Diligence	Add buyer groups to data room	2.0
03/29/10	Bendix	Buyer Calls / Marketing	Send out email for process update as a result of bid extension	3.0
03/29/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
03/30/10	Bendix	Buyer Calls / Marketing	Send out email for process update as a result of bid extension	3.0
03/30/10	Bendix	Buyer Due Diligence	Add buyer groups to data room	2.0
03/30/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
03/31/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	5.0
04/01/10	Bendix	Buyer Calls / Marketing	Call with Equity Group Investments	1.0
04/01/10	Bendix	Buyer Calls / Marketing	Call with Monomoy	1.0
04/01/10	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/02/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	2.0
04/05/10	Bendix	Buyer Calls / Marketing	Send memorandum and initial indication instructions to buyers	3.0
04/05/10	Bendix	Calls/Meetings - Creditor Cttee	Call with secured lender committee	1.0
04/05/10	Bendix	Buyer Due Diligence	Add buyer groups to data room	0.5
04/06/10	Bendix	Buyer Calls / Marketing	Call with Monomoy	1.5
04/06/10	Bendix	Buyer Due Diligence	Respond to diligence questions	6.0
04/06/10	Bendix	General	Call with counsel to expand scope of legal documents	0.5
04/06/10	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/07/10	Bendix	Buyer Due Diligence	Respond to diligence questions	6.0
04/07/10	Bendix	Buyer Calls / Marketing	Call with VRC	1.0
04/08/10	Bendix	Buyer Due Diligence	Respond to diligence questions	5.0
04/08/10	Bendix	Buyer Calls / Marketing	Call with Tavistok	0.8
04/08/10	Bendix	Buyer Calls / Marketing	Call with Bill Prather	1.0
04/08/10	Bendix	Buyer Calls / Marketing	Call with Monomoy	2.0
04/09/10	Bendix	Buyer Calls / Marketing	Call with Monomoy	2.0
04/09/10	Bendix	Buyer Due Diligence	Respond to diligence questions	5.0
04/12/10	Bendix	Buyer Calls / Marketing	Call with Monomoy (Lockton Advisor)	1.0
04/12/10	Bendix	Calls/Meetings - Internal	Assess bids with Blair Team	4.0
04/13/10	Bendix	Calls/Meetings - Internal	Assess bids with Blair Team	6.0
04/13/10	Bendix	Calls/Meetings - Internal	Assess bids with Blair Team & Alvarez and Marsal	2.0
04/14/10	Bendix	Calls/Meetings - Creditor Cttee	Assess bids with Blair Team, Alvarez and Marsal, and Creditor Committee	1.0
04/15/10	Bendix	Buyer Due Diligence	Respond to diligence questions	1.0
04/16/10	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process	0.5
04/16/10	Bendix	Buyer Calls / Marketing	Call with Monomoy	1.0
04/19/10	Bendix	Buyer Due Diligence	Respond to diligence questions	4.0
04/20/10	Bendix	Fee Application / Invoice Prep	Prepare Time Card	1.0
04/21/10	Bendix	Fee Application / Invoice Prep	Prepare Time Card	1.0
04/22/10	Bendix	Calls/Meetings - Internal	Participate in internal meeting to discuss process and bids	1.0
04/23/10	Bendix	Financial Analysis/Modeling	Analyze bids that have been revised by buyer	2.0
04/26/10	Bendix	Calls/Meetings - Internal	Assess bids with Blair Team	1.0
04/27/10	Bendix	Financial Analysis/Modeling	Analyze bids from buyers	2.0
04/28/10	Bendix	Financial Analysis/Modeling	Analyze bids from buyers	2.0
04/29/10	Bendix	Buyer Calls / Marketing	Call with CDP	2.3
04/29/10	Bendix	Calls/Meetings - Internal	Assess bids and process with Blair Team	0.5
04/30/10	Bendix	Financial Analysis/Modeling	Analyze bids from buyers	2.0
04/30/10	Bendix	Buyer Due Diligence	Respond to diligence questions	2.0

Total 589.5

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010**

**Summary of Out-of-Pocket Expenses by Expense Type**

<b>Item</b>	<b>Amount Incurred</b>
Communication	\$610.47
Document Processing	\$6,878.46
Info Services	\$200.10
Meals Employee	\$1,580.71
Travel & Lodging	\$6,935.71
Legal	\$11,140.11
<b>TOTAL</b>	<b><u>\$27,345.56</u></b>

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Communication**

<b>Name</b>	<b>Expense Category</b>	<b>Expense</b>	<b>Amount</b>	<b>Date Incurred</b>
Geoffrey Richards	Communication	Cell/Blackberry	\$68.84	2/15/2010
Geoffrey Richards	Communication	Hotel Phone	\$59.00	2/24/2010
Samuel Bendix	Communication	Courier	\$53.43	3/2/2010
Samuel Tinaglia	Communication	Cell/Blackberry	\$62.24	3/3/2010
Samuel Tinaglia	Communication	Cell/Blackberry	\$190.67	3/4/2010
Samuel Bendix	Communication	Courier	\$31.13	3/19/2010
Samuel Bendix	Communication	Courier	\$20.43	4/1/2010
Vanessa Rollings	Communication	Cell/Blackberry	\$41.54	4/10/2010
Todd Cassidy	Communication	Cell/Blackberry	\$41.05	3/26/2010
Todd Cassidy	Communication	Cell/Blackberry	\$42.14	4/26/2010
<b>Total</b>			<b>\$610.47</b>	

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Document Processing**

Name	Expense Category	Expense	Amount	Date Incurred
Geoffrey Richards	Document Processing	Black and white copies and presentation preparation	\$844.45	2/26/2010
Geoffrey Richards	Document Processing	Coil bound copies and presentation preparation	\$2,037.45	3/8/2010
Geoffrey Richards	Document Processing	Presentation Preparation	\$3,401.83	3/25/2010
Geoffrey Richards	Document Processing	Coil bound copies and presentation preparation	\$594.73	4/12/2010
<b>Total</b>			<b>\$6,878.46</b>	

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Information Services**

<b>Name</b>	<b>Expense Category</b>	<b>Expense</b>	<b>Amount</b>	<b>Date Incurred</b>
Geoffrey Richards	Information Services	Lexis-Nexis	\$25.19	2/16/2010
Geoffrey Richards	Information Services	Dow Jones & Co	\$118.51	3/8/2010
Geoffrey Richards	Information Services	Westlaw	\$6.76	3/8/2010
Geoffrey Richards	Information Services	Thomson Financial	\$49.64	3/11/2010
<b>Total</b>			<b>\$200.10</b>	

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Meals - Employee**

Name	Expense Category	Expense	Amount	Date Incurred
Samuel Bendifx	Meals Employee	Working meal	\$25.00	2/8/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	2/9/2010
Todd Cassidy	Meals Employee	Working meal	\$15.55	2/9/2010
Christopher R Spahr	Meals Employee	Meal while traveling	\$4.55	2/10/2010
Samuel Bendifx	Meals Employee	Meal while traveling	\$4.68	2/10/2010
Samuel Bendifx	Meals Employee	Working meal	\$8.13	2/10/2010
Todd Cassidy	Meals Employee	Meal while traveling	\$5.05	2/10/2010
Todd Cassidy	Meals Employee	Meal while traveling	\$15.00	2/10/2010
Vanessa Rollings	Meals Employee	Meal while traveling	\$2.79	2/10/2010
Samuel Bendifx	Meals Employee	Working meal	\$20.00	2/13/2010
Samuel Bendifx	Meals Employee	Working meal	\$21.26	2/15/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	2/16/2010
Samuel Bendifx	Meals Employee	Working meal	\$12.69	2/16/2010
Vanessa Rollings	Meals Employee	Working meal	\$8.13	2/16/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	2/17/2010
Samuel Bendifx	Meals Employee	Working meal	\$22.20	2/18/2010
Samuel Bendifx	Meals Employee	Working meal	\$23.39	2/18/2010
Samuel Bendifx	Meals Employee	Working meal	\$5.74	2/19/2010
Samuel Bendifx	Meals Employee	Working meal	\$20.00	2/21/2010
Samuel Bendifx	Meals Employee	Working meal	\$24.31	2/23/2010
Samuel Bendifx	Meals Employee	Working meal	\$20.00	2/26/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	2/28/2010
Samuel Bendifx	Meals Employee	Working meal	\$24.99	3/1/2010
Geoffrey Richards	Meals Employee	Meal while traveling	\$5.77	3/2/2010
Geoffrey Richards	Meals Employee	Meal while traveling	\$6.47	3/2/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/2/2010
Samuel Bendifx	Meals Employee	Working meal	\$7.68	3/3/2010
Todd Cassidy	Meals Employee	Working meal	\$14.87	3/3/2010
Todd Cassidy	Meals Employee	Working meal	\$15.00	3/4/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/5/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/6/2010
Samuel Bendifx	Meals Employee	Working meal	\$9.20	3/7/2010
Samuel Bendifx	Meals Employee	Working meal	\$20.00	3/7/2010
Todd Cassidy	Meals Employee	Working meal	\$16.71	3/8/2010
Samuel Bendifx	Meals Employee	Working meal	\$20.00	3/9/2010
Geoffrey Richards	Meals Employee	Meal while traveling	\$6.47	3/10/2010
Geoffrey Richards	Meals Employee	Meal while traveling	\$10.76	3/10/2010
Geoffrey Richards	Meals Employee	Meal while traveling	\$14.39	3/10/2010
Samuel Bendifx	Meals Employee	Working meal	\$5.89	3/10/2010
Samuel Bendifx	Meals Employee	Working meal	\$9.64	3/10/2010
Samuel Bendifx	Meals Employee	Meal while traveling	\$17.57	3/10/2010
Todd Cassidy	Meals Employee	Working meal	\$15.00	3/10/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/11/2010
Todd Cassidy	Meals Employee	Working meal	\$15.00	3/11/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/16/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/8/2010
Todd Cassidy	Meals Employee	Working meal	\$25.00	3/16/2010
Samuel Bendifx	Meals Employee	Working meal	\$14.03	3/17/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/18/2010
Lenora Harris	Meals Employee	Working meal	\$17.46	3/18/2010
Todd Cassidy	Meals Employee	Working meal	\$25.00	3/20/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/20/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/21/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/22/2010
Samuel Bendifx	Meals Employee	Working meal	\$13.87	3/23/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/25/2010
Samuel Bendifx	Meals Employee	Working meal	\$24.77	3/25/2010
Samuel Bendifx	Meals Employee	Working meal	\$24.53	3/29/2010
Samuel Bendifx	Meals Employee	Working meal	\$9.13	3/30/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/31/2010
Samuel Bendifx	Meals Employee	Working meal	\$22.34	4/5/2010
Samuel Bendifx	Meals Employee	Working meal	\$8.46	4/6/2010
Samuel Bendifx	Meals Employee	Working meal	\$17.27	4/13/2010
Jeffrey Knopping	Meals Employee	Working meal	\$6.69	4/14/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/4/2010
Todd Cassidy	Meals Employee	Working meal	\$20.39	3/23/2010
Samuel Bendifx	Meals Employee	Working meal	\$25.00	3/24/2010

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Meals - Employee**

<b>Name</b>	<b>Expense Category</b>	<b>Expense</b>	<b>Amount</b>	<b>Date Incurred</b>
Samuel Bendix	Meals Employee	Working meal	\$20.00	3/29/2010
Samuel Bendix	Meals Employee	Working meal	\$24.63	4/1/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/7/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/8/2010
Samuel Bendix	Meals Employee	Working meal	\$18.60	4/12/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/15/2010
Samuel Bendix	Meals Employee	Working meal	\$24.02	4/15/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/19/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/21/2010
Samuel Bendix	Meals Employee	Working meal	\$21.30	4/26/2010
Geoffrey Richards	Meals Employee	Meal with client	\$125.88	4/27/2010
Geoffrey Richards	Meals Employee	Working meal	\$14.67	4/27/2010
Geoffrey Richards	Meals Employee	Working meal	\$8.79	4/28/2010
Samuel Bendix	Meals Employee	Working meal	\$25.00	4/29/2010
<b>Total</b>			<b>\$1,580.71</b>	

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Travel & Lodging**

Name	Expense Category	Expense	Amount	Date Incurred
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/8/2010
Samuel Bendix	Travel & Lodging	Airfare	\$293.40	2/9/2010
Todd Cassidy	Travel & Lodging	Airfare	\$293.40	2/9/2010
Vanessa Rollings	Travel & Lodging	Airfare	\$293.40	2/9/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/9/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	2/9/2010
Vanessa Giannis	Travel & Lodging	Taxi/Limo/Toll	\$19.00	2/9/2010
Jeffrey Knopping	Travel & Lodging	Hotel	\$99.99	2/10/2009
Jeffrey Knopping	Travel & Lodging	Airfare	\$8.50	2/10/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$30.00	2/10/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$146.70	2/10/2010
Samuel Bendix	Travel & Lodging	Airfare	\$8.50	2/10/2010
Todd Cassidy	Travel & Lodging	Airfare	\$8.50	2/10/2010
Vanessa Rollings	Travel & Lodging	Airfare	\$8.50	2/10/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$48.00	2/10/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/10/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/10/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$30.00	2/10/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$40.00	2/10/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$40.00	2/10/2010
Vanessa Giannis	Travel & Lodging	Taxi/Limo/Toll	\$40.00	2/10/2010
Vanessa Giannis	Travel & Lodging	Taxi/Limo/Toll	\$43.00	2/10/2010
Vanessa Rollings	Travel & Lodging	Car Rental	\$118.30	2/11/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/11/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$38.00	2/12/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/12/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/13/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/13/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/14/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/14/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/15/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/15/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$7.00	2/16/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/17/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/18/2010
Vanessa Giannis	Travel & Lodging	Taxi/Limo/Toll	\$19.00	2/18/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/19/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/21/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/21/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/23/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/24/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/25/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/26/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/27/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/27/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/28/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	2/28/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$638.40	3/1/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/1/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$8.50	3/2/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$470.70	3/2/2010
Geoffrey Richards	Travel & Lodging	Taxi/Limo/Toll	\$43.23	3/2/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/2/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$8.50	3/3/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/3/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/3/2010

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Travel & Lodging**

Name	Expense Category	Expense	Amount	Date Incurred
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/4/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/4/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/5/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/6/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/6/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/7/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/7/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/8/2010
Vanessa Giannis	Travel & Lodging	Taxi/Limo/Toll	\$19.00	3/8/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$775.80	3/9/2010
Samuel Bendifx	Travel & Lodging	Airfare	\$847.40	3/9/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$8.50	3/10/2010
Geoffrey Richards	Travel & Lodging	Airfare	\$18.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Airfare	\$18.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Airfare	\$20.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$45.00	3/10/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$50.00	3/10/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/10/2010
Samuel Tinaglia	Travel & Lodging	Airfare	\$18.00	3/10/2010
Samuel Tinaglia	Travel & Lodging	Airfare	\$20.00	3/10/2010
Samuel Tinaglia	Travel & Lodging	Airfare	\$146.70	3/10/2010
Samuel Tinaglia	Travel & Lodging	Car Rental/Fuel	\$122.13	3/10/2010
Samuel Tinaglia	Travel & Lodging	Parking	\$46.00	3/10/2010
Samuel Tinaglia	Travel & Lodging	Parking	\$5.00	3/10/2010
Samuel Tinaglia	Travel & Lodging	Car Rental/Fuel	\$7.00	3/10/2010
Geoffrey Richards	Travel & Lodging	Taxi/Limo/Toll	\$41.00	3/11/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/11/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/11/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/12/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/14/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/14/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/15/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/16/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/17/2010
Lenora Harris	Travel & Lodging	Taxi/Limo/Toll	\$8.50	3/18/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/20/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/20/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/21/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/21/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/22/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/23/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/24/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/25/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$135.24	3/26/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$336.70	3/26/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/28/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/28/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/29/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/30/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/30/2010
Samuel Bendifx	Travel & Lodging	Taxi/Limo/Toll	\$10.00	3/31/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$31.40	3/31/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$30.00	3/31/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$147.70	3/31/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$20.00	3/31/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	3/31/2010
Jeffrey Knopping	Travel & Lodging	Airfare	\$90.21	4/3/2010

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Travel & Lodging**

Name	Expense Category	Expense	Amount	Date Incurred
Jeffrey Knopping	Travel & Lodging	Airfare	\$20.00	4/4/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/5/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$27.00	4/5/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$41.00	4/5/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/6/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/7/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/8/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/9/2010
Vanessa Rollings	Travel & Lodging	Taxi/Limo/Toll	\$19.00	4/12/2010
Todd Cassidy	Travel & Lodging	Taxi/Limo/Toll	\$12.00	4/12/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/12/2010
Vanessa Rollings	Travel & Lodging	Taxi/Limo/Toll	\$19.00	4/13/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/13/2010
Jeffrey Knopping	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/14/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/14/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/15/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/19/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/21/2010
Samuel Tinaglia	Travel & Lodging	Airfare	(\$215.32)	4/23/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/26/2010
Geoffrey Richards	Travel & Lodging	Hotel	\$393.66	4/28/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/28/2010
Geoffrey Richards	Travel & Lodging	Taxi/Limo/Toll	\$39.57	4/29/2010
Samuel Bendix	Travel & Lodging	Taxi/Limo/Toll	\$10.00	4/29/2010
<b>Total</b>			<b>\$6,935.71</b>	

**Max and Erma's Restaurant, Inc.  
William Blair & Company, L.L.C.  
Fee Statement**

**February 8, 2010 - April 30, 2010  
Legal**

Name	Expense Category	Expense	Amount	Date Incurred
Blair	Legal	Legal Services	\$11,140.11	4/15/2010
	<b>Total</b>		<b>\$11,140.11</b>	



Patrick C. Maxcy  
(312) 876-2810  
pmaxcy@sonnenschein.com

*SonB-  
see me*

7800 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606-6404  
312.876.8000  
312.876.7934 fax  
www.sonnenschein.com

April 15, 2010

Geoffrey Richards  
Wm. Blair & Company  
222 W. Adams  
Chicago, Illinois 60606

Re: Max & Erma's

Dear Jeff:

Enclosed is our statement for fees and costs rendered through March 2010 regarding the above-referenced matter.

If you have any questions, do not hesitate to contact me.

Very truly yours,

Patrick C. Maxcy

PCM/mn  
Enclosure

Brussels	Charlotte	Chicago	Dallas	Kansas City	Los Angeles	New York	Phoenix	St. Louis
	San Francisco		Short Hills, N.J.	Silicon Valley	Washington, D.C.		West Palm Beach	



www.sonnenschein.com

GEOFFREY RICHARDS  
222 W. ADAMS STREET  
CHICAGO, IL 60606

April 9, 2010

**Invoice No. 1205877**

Client/Matter: 01432400-0033

MAX & ERMA'S

Payment Due Upon Receipt

**Total This Invoice** \$ **11,140.11**

**Please return this page with your payment**

**In the case of mail deliveries to:**  
Sonnenschein Nath & Rosenthal LLP  
Dept. 3078  
Carol Stream, IL 60132-3078

OR

**In the case of overnight deliveries to:**  
Sonnenschein Nath & Rosenthal LLP  
Attention: Accounting  
233 South Wacker Drive  
Chicago, IL 60606-6404

**Payment by wire transfer should be sent to:**

Citibank, N.A.  
New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: Sonnenschein Nath & Rosenthal LLP

*Please reference invoice number - All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730*

Questions relating to this invoice should be directed to P. Maxcy at (312) 876-8000

*Brussels Chicago Dallas Kansas City Los Angeles New York Phoenix  
San Francisco Silicon Valley St. Louis Short Hills, N.J. Washington, D.C. Zurich*



233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6404

GEOFFREY RICHARDS  
222 W. ADAMS STREET  
CHICAGO, IL 60606

April 9, 2010

Invoice No. 1205877

Client/Matter: 01432400-0033

MAX & ERMA'S

**For Professional Services Rendered through March 31, 2010:**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Narrative</u>
3/1/10	P. Maxcy	2.80	Calls with Debtors counsel (.6); conference US Trustee (.5); review US Trustee's objection to Blair retention (.5); gather materials for response (.7); arrange for filing of supplemental affidavit, indemnity agreement (.5).
3/2/10	P. Maxcy	14.60	Travel to Pittsburgh for retention hearing (5.0); various meetings with debtor's counsel and Blair re retention issues (1.50); prepare argument direct testimony for hearing (1.60); attend hearing on retention (1.50); follow-up meeting with debtor counsel (.50); return travel to Chicago (4.50).
<b>Total Hours</b>		<b>17.40</b>	
<b>Fee Amount</b>			<b>\$10,701.00</b>

**DISBURSEMENT DETAIL**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/26/2010	Airfare -- PATRICK MAXCY 3/2 HEARING IN PITTSBURG	366.11
2/26/2010	Airfare -- PATRICK MAXCY 3/2 HEARING IN PITTSBURG	73.00
	<i>SUBTOTAL</i>	439.11
<b>Total Disbursements</b>		<b>\$439.11</b>

**Fee Total** \$ 10,701.00

**Disbursement Total** \$ 439.11

**Invoice Total** \$ 11,140.11

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

**IN RE:**

**MAX & ERMA'S RESTAURANT, INC.,**

**Bankruptcy No. 09-27807-MBM**

**Debtor.**

**Chapter 11**

**Doc. No.**

**Related to Doc. Nos. 343 & 418**

**CERTIFICATE OF SERVICE**

Robert O Lampl, John P. Lacher and Elsie R. Lampl, hereby certify, that on the 1<sup>st</sup> day of July, 2010, a true and correct copy of the foregoing **STATUS REPORT PURSUANT TO THE COURT'S ORDER DATED MARCH 2, 2010 AS CLARIFIED BY THE RECORD ON MARCH 2, 2010** was served on the following (*via electronic service*):

Office of the U.S. Trustee  
970 Liberty Center  
1001 Liberty Avenue  
Pittsburgh, PA 15222

Mike Roeschenthaler  
McGuireWoods, LLP  
625 Liberty Avenue  
23<sup>rd</sup> Floor  
Pittsburgh, PA 15222

Reed Smith LLP  
Attn: Amy Tonti  
225 Fifth Avenue  
Pittsburgh, PA 15222

*/s/ Robert O Lampl*  
ROBERT O LAMPL  
PA I.D. #19809  
JOHN P. LACHER  
PA I.D. #62297  
ELSIE R. LAMPL  
PA I.D. #208867  
Counsel for the Debtor  
960 Penn Avenue, Suite 1200  
Pittsburgh, PA 15222  
(412) 392-0330 – Phone  
(412) 392-0335 – Fax